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October 31, 1994

0100419055

Louis E. Gitomer
Direct Dial: (202)466-6532

19001-D, E

Honorable Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of each of the two documents described below, to be recorded pursuant to 49 U.S.C. §11303.

I. The first document is Lease Supplement (SPT 1994-A) No. 2, a secondary document, dated as of October 31, 1994. The primary document to which this is connected is recorded under Recordation No. 19001. We request that this document be recorded under Recordation No. 19001-D.

The names and addresses of the parties to Lease Supplement (SPT 1994-A) No. 2 are:

Lessor:

State Street Bank and Trust Company of Connecticut, National Association
225 Franklin Street
Boston, MA 02110

Lessee:

Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

A description of the equipment covered by Lease Supplement (SPT 1994-A) No. 2 consists of 120 100-ton open top Hopper Cars numbered CTRN 601001, 601006, 601008-601124, inclusive, and 601126.

Counterparts of [Signature]

RECORDED
1994 OCT 31 11 55 AM '94

Interstate Commerce Commission

Washington, D.C. 20423

10/31/94

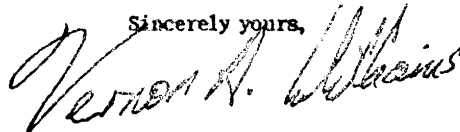
OFFICE OF THE SECRETARY

Louis E. Gitomer
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, NW
Washington, DC. 20004

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/31/94 at 12:00PM, and assigned recordation number(s). 19001-D and 19001-E.

Sincerely yours,



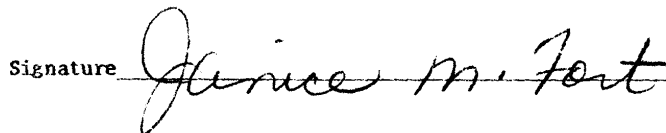
Vernon A. Williams
Secretary

Enclosure(s)

(0100419055)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



1900/- D

OCT 31 1994

EXECUTION COPY

LEASE SUPPLEMENT (SPT 1994-A) NO. 2

Dated as of October 31, 1994

between

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT,
NATIONAL ASSOCIATION

Lessor

and

SOUTHERN PACIFIC TRANSPORTATION COMPANY,

Lessee

CERTAIN OF THE RIGHT, TITLE AND INTEREST OF LESSOR IN AND TO THIS LEASE SUPPLEMENT, THE EQUIPMENT COVERED HEREBY AND THE RENT DUE AND TO BECOME DUE UNDER THE LEASE HAVE BEEN ASSIGNED AS COLLATERAL SECURITY TO, AND ARE SUBJECT TO A SECURITY INTEREST IN FAVOR OF, THE FIRST NATIONAL BANK OF BOSTON, NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS INDENTURE TRUSTEE UNDER A TRUST INDENTURE AND SECURITY AGREEMENT (SPT 1994-A), DATED AS OF SEPTEMBER 29, 1994, BETWEEN SAID INDENTURE TRUSTEE, AS SECURED PARTY, AND THE LESSOR, AS DEBTOR. INFORMATION CONCERNING SUCH SECURITY INTEREST MAY BE OBTAINED FROM THE INDENTURE TRUSTEE AT ITS ADDRESS SET FORTH IN SECTION 24 OF THE LEASE. THIS LEASE SUPPLEMENT HAS BEEN EXECUTED IN SEVERAL COUNTERPARTS. ONLY THAT COUNTERPART TO BE DEEMED THE ORIGINAL COUNTERPART FOR CHATTEL PAPER PURPOSES CONTAINS THE RECEIPT THEREFOR EXECUTED BY THE FIRST NATIONAL BANK OF BOSTON, AS INDENTURE TRUSTEE, ON THE SIGNATURE PAGES THEREOF. SEE SECTION 30 OF THE LEASE FOR INFORMATION CONCERNING THE RIGHTS OF THE ORIGINAL HOLDER AND THE HOLDERS OF THE VARIOUS COUNTERPARTS HEREOF.

Filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on _____, 1994 at _____ M. Recordation Number _____, and deposited in the office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada on _____, 1994, at _____ M.

7. The execution and delivery of this Lease Supplement will in no way relieve or decrease the responsibility of any manufacturer for the warranties it has made with respect to any Unit.

8. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Lease Supplement may refer to the "Lease of Railroad Equipment, dated as of September 29, 1994," the "Lease Agreement, dated as of September 29, 1994" or the "Lease, dated as of September 29, 1994," or may identify the Lease in any respect without making specific reference to this Lease Supplement, but nevertheless all such references shall be deemed to include this Lease Supplement, unless the context shall otherwise require.

9. This Lease Supplement shall be construed in connection with and as part of the Lease, and all terms, conditions and covenants contained in the Lease shall be and remain in full force and effect.

10. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

11. This Lease Supplement is being delivered in the State of New York and shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

*

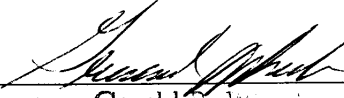
*

*

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed on the day and year first above written.

LESSOR:

STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT, NATIONAL
ASSOCIATION, not in its individual capacity,
but solely as Owner Trustee

By: 
Name: **Gerald R. Wheeler**
Title: **Vice President**

LESSEE:

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By: _____
Name:
Title:

Receipt of the original
counterpart of the foregoing
Lease Supplement No. 2
is hereby acknowledged this
_____ day of _____, 1994

THE FIRST NATIONAL BANK OF BOSTON,
as Indenture Trustee

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed on the day and year first above written.

LESSOR:

STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT, NATIONAL
ASSOCIATION, not in its individual capacity,
but solely as Owner Trustee

By: _____
Name:
Title:

LESSEE:

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By: *Lynn Ducken*
Name: **Lynn Ducken**
Title: **Treasurer**

Receipt of the original
counterpart of the foregoing
Lease Supplement No. 2
is hereby acknowledged this
_____ day of _____, 1994

THE FIRST NATIONAL BANK OF BOSTON,
as Indenture Trustee

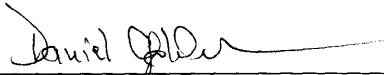
By: _____
Name:
Title:

STATE OF MASSACHUSETTS)

) ss:

COUNTY OF SUFFOLK)

On this 7th day of October, 1994, before me personally appeared Gerald R. Wheeler, to me personally known, who, by me being duly sworn, says that he/she is a Vice President of State Street Bank and Trust Company of Connecticut, National Association, a national banking association, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

DANIEL GOLDEN
Notary Public
My Commission Expires June 26, 1998

STATE OF CALIFORNIA)

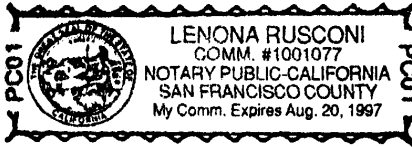
) SS:

COUNTY OF SAN FRANCISCO)

On October 25, 1994, before me, Rusconi, Notary Public, personally appeared Lynn Ducken, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Lenora Rusconi 3/6



SCHEDULE 1

Description of Equipment: 120 100-ton open top Hopper Cars Nos. CTRN
601001, 601006, 601008 through and including
601124 and 601126 manufactured by Johnstown
America Corporation.

Cost of Each Locomotive: [Intentionally omitted]

BALL, JANIK & NOVACK

Honorable Vernon A. Williams
October 31, 1994
Page 2

II. The second document is Trust Indenture Supplement (SPT 1994-A) No. 2, a secondary document, dated as of October 31, 1994. The primary document to which this is connected is recorded under Recordation No. 19001. We request that this document be recorded under Recordation No. 19001-E.

The name and address of the party to Trust Indenture Supplement (SPT 1994-A) No. 2 is:

Owner Trustee:

State Street Bank and Trust Company of Connecticut, National Association
225 Franklin Street
Boston, MA 02110

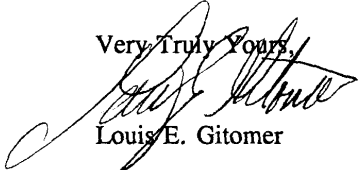
A description of the equipment covered by Trust Indenture Supplement (SPT 1994-A) No. 2 consists of 120 100-ton open top Hopper Cars numbered CTRN 601001, 601006, 601008-601124, inclusive, and 601126.

A fee of \$42.00 is enclosed. Please return one original of each document to:

Louis E. Gitomer
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the documents to appear in the index follows: (1) Lease Supplement (SPT 1994-A) No. 2 between State Street Bank and Trust Company of Connecticut, National Association, 225 Franklin Street, Boston, MA 02110, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105; and (2) Trust Indenture Supplement (SPT 1994-A) No. 2 by State Street Bank and Trust Company of Connecticut, National Association, 225 Franklin Street, Boston, MA 02110, both covering 120 100-ton open top Hopper Cars numbered CTRN 601001, 601006, 601008-601124, inclusive, and 601126.

Very Truly Yours,


Louis E. Gitomer

Enclosures